



Acreage Holdings, Inc.

Form of Proxy – Special Meeting to be held on September 16, 2020

Appointment of Proxyholder

I/We being the undersigned holder(s) of **Acreage Holdings, Inc.** (the “Corporation”) hereby appoint **William C. Van Faasen** or failing this person, **James Doherty**

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the **Special Meeting** of the Corporation to be held to be held virtually at web.lumiagm.com/221798142 or at any adjournment thereof.

1. Amendment Resolution.

For Against

To consider pursuant to an interim order of the Supreme Court of British Columbia dated August 11, 2020, and, if thought advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in Appendix “A” to the accompanying proxy statement and management information circular (the “Circular”), approving:

- a. an amended arrangement under Section 288 of the *Business Corporations Act* (British Columbia) to be implemented pursuant to an amended and restated plan of arrangement (the “**Amended and Restated Plan of Arrangement**”), which amends and restates the plan of arrangement implemented by the Corporation on June 27, 2019;
- b. the amending agreement in the form attached as Appendix “B” to the Circular, which, among other things, provides for certain amendments to the arrangement agreement between Acreage and Canopy Growth Corporation dated April 18, 2019, as amended on May 15, 2019;
- c. the Amended and Restated Plan of Arrangement, the full text of which is set forth in Appendix “C” to the Circular; and
- d. the Corporation’s second amended and restated equity incentive plan, the full text of which is set forth in Appendix “F” to the Circular.

Authorized Signature(s) – This section must be completed for your instructions to be executed.

Signature(s):

Date

I/we authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Special Meeting. If no voting instructions are indicated above, **this Proxy will be voted as recommended by Management of the Corporation.**

_____ / /
MM / DD / YY

Proportionate Voting Shares

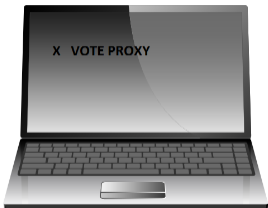
This form of proxy is solicited by and on behalf of Management.

Proxies must be received by 11:00 a.m. (EST) on Monday, September 14, 2020.

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the Special Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management of the Corporation to the holder.
5. The securities represented by this proxy will be voted as directed by the holder; however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management of the Corporation.
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Special Meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management of the Corporation.

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:



To Vote Your Proxy Online please visit:

<http://odysseytrust.com/Transfer-Agent/Login> and click

VOTE

on **CONTROL NUMBER** printed with your address to the right. If you vote by Internet, **do not mail** this proxy.

To request the receipt of future documents via email and/or to sign up for Securityholder Online

services, you may contact Odyssey Trust Company at www.odysseycontact.com

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. A return envelope has been enclosed for voting by mail.